

Docket No: Amber.5994B

DECLARATION AND POWER OF ATTORNEY

We, the below named inventors, hereby declare that:

Our residences, post office addresses, and citizenships are as stated below next to our respective names.

We believe we are the original, first, and joint inventors of the subject matter which is claimed and for which a patent is sought on the invention entitled **METHOD OF FABRICATING CMOS INVERTER AND INTEGRATED CIRCUITS UTILIZING STRAINED SILICON SURFACE CHANNEL MOSFETS**, the specification of which was filed with the United States Patent and Trademark Office on June 19, 2001, as Serial No. 09/884,172. This application claims priority under 35 U.S.C §119 (e) from United States Provisional Patent Application Serial No. 60/250,985, filed December 4, 2000.

We hereby state that we have reviewed and understand the contents of the above identified specification, including the claims, as amended by any amendment specifically referred to above.

We acknowledge the duty to disclose information which is material to patentability in accordance with Title 37, Code of Federal Regulations, Section 1.56.

We hereby declare that all statements are made hereby of our own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

And we hereby appoint:

Maurice E. Gauthier	- Reg. No. 20,798
I. Stephen Samuels	- Reg. No. 20,919
Richard L. Stevens	- Reg. No. 24,445
Matthew E. Connors	- Reg. No. 33,298
William E. Hilton	- Reg. No. 35,192
Patrick J. O'Shea	- Reg. No. 35,305
Arlene J. Powers	- Reg. No. 35,985
Richard L. Stevens, Jr.	- Reg. No. 44,357

all of the firm of Samuels, Gauthier & Stevens, our attorneys with full power of substitution and revocation, to prosecute this application and to transact all business in the Patent and Trademark Office connected therewith.

Letters Patent, to said

AmberWave Systems Corporation

its successors and assigns, to its and their own use and behoof to the full end of the term or terms for which the said Letters Patent may be granted, as fully and entirely as the same would have been held and enjoyed by us had this assignment and sale not been made.

AND we hereby authorize and request the Commissioner of Patents of the United States and the appropriate officers of all foreign patent offices to issue any and all Letters Patent which may be granted on the said application or applications above referred to, or for the said invention, or any of them, to the said Assignee in accordance with the terms of this instrument.

AND we hereby agree to execute and sign without further consideration any other legal document and any other assignments and any divisional, continuing, renewal, reissue or other application in and for all patents that may be appropriate and may be deemed necessary by the Assignee fully to secure to said Assignee its interests as aforesaid in and to the said invention or any part thereof and in and to the said patents or any of them.

AND we further covenant and agree that we will at any time upon request communicate to the said Assignee, its successors, assigns or other legal representatives, any facts known to us relating to the said invention and any patent that may be granted thereon, and will testify as to the same in any interference or litigation when requested to do so.

AND we hereby covenant for ourselves and our legal representatives that we have not hitherto assigned or granted any license to make, use or sell said invention, and that we will not henceforth purport to assign, license or execute any instrument to that effect in conflict with this assignment.

9/17/01
Date

Eugene A. Fitzgerald

9-15-01
Date

Nicole Gerrish

PATENT
Attorney Docket No. ASC-044

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

APPLICANTS: Fitzgerald and Gerrish

SERIAL NUMBER: 09/884,172 ART UNIT: 2811

FILING DATE: June 19, 2001 EXAMINER: Not yet assigned

TITLE: Method of Fabricating CMOS Inverter And Integrated Circuits
Utilizing Strained Silicon Surface Channel MOSFETsCommissioner for Patents
Washington, D.C. 20231

POWER OF ATTORNEY BY ASSIGNEE OF ENTIRE INTEREST
REVOCATION OF PRIOR POWERS AND NEW POWER OF ATTORNEY

As assignee of record of the entire interest of the above-identified application, all powers of attorney previously given are hereby revoked, and the following attorneys and/or agents are hereby appointed to prosecute and transact all business in the U.S. Patent and Trademark Office connected therewith.

Michael J. Bastian	Reg. No. 47,411	John D. Lanza	Reg. No. 40,060
Steven M. Bauer	Reg. No. 31,481	Kurt W. Lockwood	Reg. No. 40,704
Mark L. Beloborodov	Reg. No. 50,773	Bradley M. Marazas	Reg. No. P-51,997
John V. Bianco	Reg. No. 36,748	Leigh J. Martinson	Reg. No. 50,749
Robert S. Blasi	Reg. No. 50,389	Thomas C. Meyers	Reg. No. 36,989
Michael H. Brodowski	Reg. No. 41,640	Joseph B. Milstein	Reg. No. 42,897
Jennifer A. Camacho	Reg. No. 43,526	Ronda P. Moore	Reg. No. 44,244
Joseph A. Capraro, Jr.	Reg. No. 36,471	Jeremy Oczek	Reg. No. 50,794
Fangli Chen	Reg. No. P-51,551	Edmund R. Pitcher	Reg. No. 27,829
Christopher H. Chung	Reg. No. 50,351	Jamie H. Rose	Reg. No. 45,054
John J. Cotter	Reg. No. 38,116	David L. Schuler	Reg. No. 51,190
Robert V. Donahoe	Reg. No. 46,667	Christopher W. Stamos	Reg. No. 35,370
Brian A. Fairchild	Reg. No. 48,645	Diana M. Steel	Reg. No. 43,153
John V. Forcier	Reg. No. 42,545	Joseph P. Sullivan	Reg. No. 45,349
Steven J. Frank	Reg. No. 33,497	Robert J. Tosti	Reg. No. 35,393
Kia L. Freeman	Reg. No. 47,577	Thomas A. Turano	Reg. No. 35,722
Christopher J. Frerking	Reg. No. 42,557	Natasha C. Us	Reg. No. 44,381
Brian M. Gaff	Reg. No. 44,691	Christine C. Vito	Reg. No. 39,061
Duncan A. Greenhalgh	Reg. No. 38,678	Patrick R.H. Waller	Reg. No. 41,418
Ira Heffan	Reg. No. 41,059	Daniel A. Wilson	Reg. No. 45,508
Danielle L. Herritt	Reg. No. 43,670	Gerald E. Worth	Reg. No. 45,238
Douglas J. Kline	Reg. No. 35,574	Yin P. Zhang	Reg. No. 44,372

Power Of Attorney By Assignee Of Entire Interest
Revocation Of Prior Powers and New Power of Attorney
Serial No. 09/884,172
Page 2

- Attached as part of this power of attorney is the authorization of the above-named attorneys/agents to accept and follow instructions from my representatives.

Assignee also hereby grants additional Powers of Attorney to the attorneys and/or agents named above to file and prosecute foreign national patent applications in any and all countries of the world, a regional patent application under the European Patent Convention and/or an international application under the Patent Cooperation Treaty based upon the above-identified application, including a power to meet all designated office requirements for designated states.

All future correspondence should be sent to:

**Patent Administrator
Testa, Hurwitz & Thibeault, LLP
High Street Tower
125 High Street
Boston, MA 02110**

Please change the attorney docket number from **Amber.5994B** to **ASC-044**.

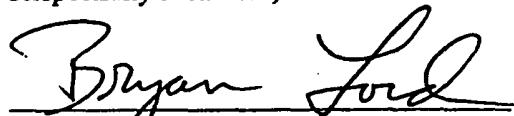
The assignee of record of the entire interest of the above-identified application is

**AmberWave Systems Corporation
13 Garabedian Drive
Salem, NH 03079**

- Recorded in PTO on October 1, 2001
Reel No.: 012245
Frame No.: 0170
 Recorded herewith

Dated: 7/23/02

Respectfully submitted,



Bryan P. Lord
Director of Corporate Development and
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